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LOUIS G. RECHER
Assistant General Counsel

June 13, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11911-B

JUN 15 1995 3:20 PM

Dear Mr. Williams:

INTERSTATE COMMERCE COMMISSION

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of June 1, 1995, executed by The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, as Trustee under a certain Equipment Trust Agreement, dated as of June 1, 1980, between Mercantile-Safe Deposit and Trust Company and the Louisville and Nashville Railroad Company, predecessor to CSXT. The Equipment Trust Agreement was filed with the Interstate Commerce Commission on June 17, 1980, and assigned Recordation No. 11911.

RECEIVED
OFFICE OF THE
SECRETARY
JUN 15 3 16 PM '95
LICENSING BRANCH

The names and addresses of the parties are as follows:

Trustee: The Bank of New York
101 Barclay Street - 21st Floor
New York, New York 10286

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$21.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Release not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

Louis G. Recher

LGR/dlf

Copy - John C. Eccleston

RECORDATION NO. 11911-B FILED 1425

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UNITED STATES COMMERCE COMMISSION

Counterpart No. 1
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

LOUISVILLE AND NASHVILLE RAILROAD EQUIPMENT TRUST OF 1980

SERIES 11 DATED AS OF JUNE 1, 1980

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of June 1, 1980 between Mercantile-Safe Deposit and Trust Company, Trustee, and the Louisville and Nashville Railroad, said Agreement establishing Louisville and Nashville Railroad Equipment Trust of 1980, hereby certifies that all of the \$13,425,000.00 principal amount of 11.25 % Equipment Trust certificates and dividend warrants appertaining thereto issued under said Equipment Trust, have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust, have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

The Bank of New York, as Successor Trustee to Mercantile Safe Deposit and Trust Company does hereby declare said Equipment Trust Agreement dated as of June 1, 1980 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (successor by merger to the Louisville and Nashville Railroad) all of its rights, title, and interest in and to all of the railroad equipment of every character included in the Equipment Trust Agreement dated as of June 1, 1980 and now held by The Bank of New York.

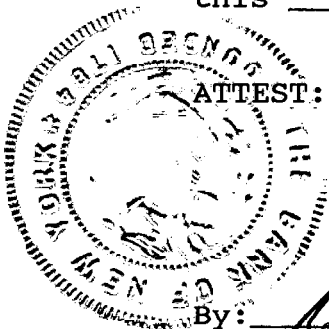
IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Assistant Treasurer as of this 1st day of JUNE, 1995.

ATTEST:

THE BANK OF NEW YORK as
Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By: [Signature]

Vice President



STATE OF NEW YORK)
) SS.:
CITY OF NEW YORK)

On this 1st day of June 1995,
before me personally appeared WALTER N. GITLIN, to me
personally known, who, being by me duly sworn, says that he
is a Vice President of The Bank of New York, that the seal
affixed to the foregoing instrument is the seal of said
corporation, that said instrument was signed and sealed on
behalf of the corporation, by authority of its Board of
Directors and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.



Notary Public

RELSALEJ

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996

